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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per form......16.00

SEC U	SE ONLY
Prefix	Serial
DATE R	RECEIVED

Name of Offering Orthock it this is an	amendment and name has cha	nged, and indicate char	nge.)		1396300
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	☑ Rule	506 / D'Eeckio	n 4(6) ULOE
Type of Filing:	·	✓ New Filing		Amenda	nent
	A. BA	SIC IDENTIFICATION	ON DATA	[8]	
Enter the information requested about	ut the issuer			//	אל ליחח
Name of Issuer (check if this is an am	endment and name has change	ed, and indicate change	.)	Z APR Q Z C	007
Multistat, Inc.					./
Address of Executive Offices	(Number and	Street, City, State, Zip	Code) Telephor	ie Number (Including A	
1 Pazzi, Irvine, California 92614			(858) 509	9-3773	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, Sta	ate, Zip Code)	Telephor	ne Number (Including, A	rea Code)
Brief Description of Business Software development			. :		
Type of Business Organization .			. ,		
	☐ limited partnership, alre-	ady formed		🗆 other (plea	se specify):
☐ business trust	□ limited partnership, to b	e formed			
Actual or Estimated Date of Incorporation	n or Organization;	Month 10	<u>Year</u> 1998		
Jurisdiction of Incorporation or Organizat	ion: (Enter two-letter II S	Postal Service abbrevi	ation for State	☑ Actual	☐ Estimated
variation of meorporation of Organizati	CN for Canada; FN for		•	DE	

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☑ Promoter	☑ Beneficial Owner	☑ Executive Officer	☑ Director	General and/or Managing Partner					
Full Name (Last name first, if individual) Sevastyanov, Vladimir										
Business or Residence Address (Number and Street, City, State, Zip Code) I Pazzi, Irvine, California 92614										
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☑ Executive Officer	☑ Director	General and/or Managing Partner					
Mayer, Ralph	name first, if individual)									
	idence Address (Number and S California 92614	Street, City, State, Zip Code)								
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☑ Executive Officer	☑ Director	General and/or Managing Partner					
Full Name (Last Harbison, John	name first, if individual)									
	idence Address (Number and S California 92614	Street, City, State, Zip Code)								
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐Executive Officer	Director	General and/or Managing Partner					
Full Name (Last	name first, if individual)									
Business or Res	idence Address (Number and S	Street, City, State, Zip Code)								
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last	name first, if individual)									
Business or Res	idence Address (Number and S	Street, City, State, Zip Code)								
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last	name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)										
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)										
Business or Residence Address (Number and Street, City, State, Zip Code)										
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)										
Business or Res	idence Address (Number and	Street, City, State, Zip Code)								

1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.								Yes N	lo <u>X</u>		
2.	2. What is the minimum investment that will be accepted from any individual?								\$25,000	ı		
3.	3. Does the offering permit joint ownership of a single unit?									Yes <u>X</u> N	lo	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. N/A												
Full	Name (Last name	first, if individu	al)			— .— -						
Bus	iness or Residence	Address (Numb	er and Street,	City, State	, Zip Code)			 _			· · · ·	
Nan	ne of Associated B	roker or Dealer				·				<u> </u>		
Stat	es in Which Perso	n Listed Has Sol	icited or Inter	ds to Solici	t Purchasers	<u> </u>						
(Ch	eck "All States" or	check individua	al States)	***************************************				•••••	***************************************	***************************************		All States
ĮAL	j [AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	ĮKSJ	ĮΚΥΙ	[LA]	IME	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]		[SD]	ITNI	<u> [TX]</u>	[UT]	<u> </u>	[VA]	<u> IVAI</u>	[WV]	[WI]	[WY]	[PR]
ruii	Name (Last name	tirst, ii individu	ai)									
Bus	iness or Residence	Address (Numb	er and Street,	City, State.	Zip Code)							
Nan	ne of Associated B	roker or Dealer										
State	es in Which Perso	n Listed Has Sol	icited or Inter	ds to Solici	t Purchasers	3			<u></u> :			
(Che	eck "All States" or	check individua	ıl States)					······································	***************************************			All States
JAL	j (AK)	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	ΙΏΙ
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ĮΜΊ] [NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	IOHI	· [OK]	[OR]	[PA]
[RI]			(TN)	(TX)	[UT]	[VT]	[VAI	[VA]	[WV]	[WII	[WY]	[PR]
Full	Name (Last name	first, if individu	al)									
Bus	iness or Residence	Address (Numb	er and Street	City State	Zin Code)							
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Nan	ne of Associated B	roker or Dealer			_							
State	es in Which Perso	n Listed Has Sol	icited or Inter	ds to Solici	t Purchasers	;						
(Che	eck "All States" or	check individua	nl States)			,,,,						All States
[AL] [AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	ĮIA)	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	ĮMIJ	[MN]	[MS]	[MO]
IMT	ı inei	INVI	INHI	[NJ]	ĮNMĮ	INYL	INCL	INDI	[OH]	[OK]	[OR]	ĮPAĮ

B. INFORMATION ABOUT OFFERING

{VT|

[VA]

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[RIJ

[SC]

[SD]

[TN]

[XT]

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." transaction is an exchange offering, check this box 🛘 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold Debt Equity Common Preferred Convertible Securities (including warrants)..... Partnership Interests Other (Specify _____) Total..... 300,000 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Investors Dollar Amount of Purchases Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Security Sold Type of Offering Rule 505 Regulation A..... \$ _____ Rule 504 Total..... a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Ø Legal Fees

Accounting Fees

Other Expenses (Identify) ______
Total _____

C. OFFERING PRICE, NUMBER OF	INVESTORS, EXPENSES AND USE OF PROCEEDS						
 Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adjusted 	response to Part C - Question 1 and total expenses furnished ed gross proceeds to the issuer"	\$298,000					
 Indicate below the amount of the adjusted gross proceeds to the issuer If the amount for any purpose is not known, furnish an estimate and payments listed must equal the adjusted gross proceeds to the issuer set 							
	Payment to Officers,	Payment To					
Salaries and fees	Directors, & Affiliates	Others					
	— <u>-</u> -	□ s					
Purchase of real estate		·					
Purchase, rental or leasing and installation of machinery and equipment	s	□ \$					
Construction or leasing of plant buildings and facilities		□ s					
Acquisition of other businesses (including the value of securities involved in exchange for the assets or securities of another issuer pursuant to a merger Repayment of indebtedness	·)						
Working capital	—						
Other (specify):							
outer (specify)		□ s_;					
		□ s					
Column Totals		☑ \$298,000					
Total Payments Listed (column totals added)	✓ s	298,000					
D. FEDERAL SIGNATURE							
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange non-accredited investor pursuant to paragraph (b)(2) of Rule 502.							
Issuer (Print or Type)	Signature //	Date					
Multistat, Inc.	Mulh.	March 26, 2007					
Name of Signer (Brint or Type)	Title of Moner (Print or Tune)						

Chief Executive Officer

END

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Ralph Mayer